
United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported):

June 18, 2014

Fidelity National Financial, Inc.

(Exact name of Registrant as Specified in its Charter)

001-32630

(Commission File Number)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

16-1725106

(IRS Employer Identification Number)

601 Riverside Avenue

Jacksonville, Florida 32204

(Addresses of Principal Executive Offices)

(904) 854-8100

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

The Fidelity National Financial, Inc. (“FNF” or the “Company”) Annual Meeting of Stockholders was held June 18, 2014. As of May 7, 2014, the record date for the Annual Meeting, 276,957,219 shares of the Company’s common stock were outstanding and entitled to vote. A quorum of shares of common stock were present or represented at the Annual Meeting. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, with respect to each proposal is set out below:

1. To amend and restate FNF’s certificate of incorporation to (i) reclassify our existing FNF Class A Common Stock (**Old FNF common stock**) into two new tracking stocks, one to be designated the FNF Group common stock (**FNF common stock**) and the other to be designated the FNFV Group common stock (**FNFV common stock**) and (ii) provide for the attribution of the businesses, assets and liabilities of FNF between our core title insurance, real estate, technology and mortgage related businesses (the **FNF Group**) and our portfolio company investments (the **FNFV Group**).

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON VOTES</u>
162,118,995	74,862,388	1,563,407	16,059,916

2. To change each outstanding share of Old FNF common stock into one share of FNF common stock and 0.3333 of a share of FNFV common stock.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON VOTES</u>
161,898,061	75,079,224	1,567,505	16,059,916

3. To amend and restate our certificate of incorporation, in connection with the recapitalization of the Old FNF common stock into two new tracking stocks, to provide the board of directors with discretion to convert shares of our common stock intended to track the performance of either of the FNF Group or the FNFV Group into common stock intended to track the performance of our company as a whole.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON VOTES</u>
155,640,410	81,303,351	1,601,029	16,059,916

4. To amend and restate our certificate of incorporation, in connection with the recapitalization of the Old FNF common stock into two new tracking stocks, to provide the board of directors with discretion to permit the sale of all or substantially all of the assets attributed to the FNF Group and/or the FNFV Group without the vote of the stockholders of that group, if the net proceeds of such sale are distributed to the holders of that stock by means of a dividend or redemption, that stock is converted into stock of the other group or a combination of the foregoing is effected.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON VOTES</u>
155,544,041	81,467,944	1,532,805	16,059,916

5. To elect four Class III directors to serve until the 2017 FNF Annual Meeting of Stockholders, or until their successors are duly elected and qualified, or until their earlier death, resignation or removal.

	<u>FOR</u>	<u>WITHHELD</u>
William P. Foley, II	212,515,937	26,028,853
Douglas K. Ammerman	220,415,320	18,129,470
Thomas M. Hagerty	213,517,818	25,026,972
Peter O. Shea, Jr.	220,205,018	18,339,772

Directors whose term of office as a director continued after the meeting are as follows:

Class I (term expires at the 2015 Annual Stockholders Meeting): Frank P. Willey, Willie D. Davis and John D. Rood.

Class II (term expires at the 2016 Annual Stockholders Meeting): Daniel D. (Ron) Lane, Richard N. Massey and Cary H. Thompson.

6. To approve a non-binding advisory resolution on the compensation paid to our named executive officers.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON VOTES</u>
156,271,754	80,944,360	1,328,676	16,059,916

7. To amend and restate the Fidelity National Financial, Inc. 2013 Employee Stock Purchase Plan to add a cash matching feature and to limit the total number of shares of Old FNF common stock that may be purchased on the open market with cash contributed into the plan.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON VOTES</u>
236,839,701	1,018,759	686,330	16,059,916

8. Ratification and appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2014 fiscal year.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON VOTES</u>
252,924,851	983,267	696,588	—

Item 9.01. Financial Statements and Exhibits

(d) Exhibit

99.1 Press release issued by Fidelity National Financial, Inc., dated June 18, 2014.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Fidelity National Financial, Inc.

Date: June 18, 2014

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and Corporate Secretary

Exhibit Index to Current Report on Form 8-K

Exhibit
Number
99.1

Description

Press release issued by Fidelity National Financial, Inc., dated June 18, 2014.



PRESS RELEASE

Fidelity National Financial, Inc. Announces Stockholder Approval of Tracking Stock Proposals

Jacksonville, Fla. -- (June 18, 2014) -- Fidelity National Financial, Inc. (NYSE:FNF), a leading provider of title insurance, technology and transaction services to the real estate and mortgage industries, today announced that its stockholders have approved four separate proposals related to the formation of a tracking stock, Fidelity National Financial Ventures ("FNFV"), that will track the performance of its portfolio company investments. Each share of FNF common stock outstanding at the time of closing will be converted into one share of FNF Group common stock and 0.3333 shares of FNFV Group common stock.

Stockholders approved the Tracking Stock Proposal, with 58% of outstanding shares voting For, the Reclassification Proposal, with 58% of outstanding shares voting For, the Optional Conversion Proposal, with 56% of outstanding shares voting For, and the Group Disposition Proposal, with 56% of outstanding shares voting For.

FNF plans to close the tracking stock transaction and distribute the shares of FNFV on June 30, 2014, with a when-issued market in FNFV taking place between June 23, 2014, and June 30, 2014. Regular trading of FNFV will commence on July 1, 2014.

About FNF

Fidelity National Financial, Inc. (NYSE:FNF), is a leading provider of title insurance, technology and transaction services to the real estate and mortgage industries. FNF is the nation's largest title insurance company through its title insurance underwriters - Fidelity National Title, Chicago Title, Commonwealth Land Title, Alamo Title and National Title of New York - that collectively issue more title insurance policies than any other title company in the United States. FNF also provides industry-leading mortgage technology solutions and transaction services, including MSP®, the leading residential mortgage servicing technology platform in the U.S., through its majority-owned subsidiaries, Black Knight Financial Services, LLC and ServiceLink Holdings, LLC. In addition, FNF owns majority and minority equity investment stakes in a number of entities, including American Blue Ribbon Holdings, LLC, J. Alexander's, LLC, Remy International, Inc., Ceridian HCM, Inc., Comdata Inc. and Digital Insurance, Inc. More information about FNF can be found at www.fnf.com.

Forward-Looking Statements

This press release contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements regarding our expectations, hopes, intentions or strategies regarding the future are forward-looking statements. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to: changes in general economic, business and political conditions, including changes in the financial markets; weakness or adverse changes in the level of real estate activity, which may be caused by, among other things, high or increasing interest rates, a limited supply of mortgage funding or a weak U. S. economy; our potential inability to find suitable acquisition candidates, acquisitions in lines of business that will not necessarily be limited to our traditional areas of focus, or difficulties in integrating acquisitions; our dependence on distributions from our title insurance underwriters as a main source of cash flow; significant competition that our operating subsidiaries face; compliance with extensive government regulation of our operating subsidiaries; and other risks detailed in the "Statement Regarding Forward-Looking Information," "Risk Factors" and other sections of the Company's Form 10-K and other filings with the Securities and Exchange Commission.

SOURCE: Fidelity National Financial, Inc.

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